

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF PUERTO RICO**

IN RE:

FUN VALLEY PARK INC.

DEBTOR

*

*

*

*

*

*

CASE NO. 10-08563 BKT

CHAPTER 11

STATEMENT PURSUANT TO 11 USC § 1129

TO THE HONORABLE COURT:

COMES NOW, the above captioned Debtor, as Debtor in possession herein, through its undersigned legal counsel who very respectfully states and prays as follows:

Introduction

1. On May 25, 2011, Debtors filed the Chapter 11 Disclosure Statement and Plan of Reorganization. (Docket entries 59 and 60).
2. On August 17, 2011, this Honorable Court entered an order approved Debtors' Disclosure Statement and scheduled a confirmation hearing for October 19, 2011 at 9:30 a.m. (Docket entry 71).
3. On October 18, 2011, Debtor filed a Joint Motion with secured creditor Economic Development Bank for Puerto Rico, requesting the continuance of the scheduled confirmation hearing. This Honorable Court granted this motion and rescheduled the confirmation hearing for December 7, 2011 (Dockets entries 85 & 85).
4. On November 29, 2011, Debtor filed a Stipulation with secured creditor Economic Development Bank for Puerto Rico and filed an Amended Chapter 11 Plan of Reorganization (Dockets entries 92 & 93).

5. Debtor's Disclosure Statement and Plan of Reorganization, as further supplemented on November 16, 2010 in the Amended Plan of Reorganization (Dockets entries 59, 60, 76 & 93) were circulated to all creditors and parties in interest. The ballots for the acceptance or rejection of this Plan have been received from the creditors. To this date, no objection to the Disclosure Statement or to the confirmation of the Plan has been received.

5. Given the positive feedback received from all creditors voting to the Plan, and the stipulations and agreements filed to this date with the Court, Debtor is confident in obtaining the confirmation of this Plan through the consensual voting process provided by the Code provisions detailed in 11 U.S.C. Section 1129(b).

6. The following statement is presented to show how the proposed Plan complies with the confirmation requirements contained in 11 U.S.C. Section 1129 of the Bankruptcy Code in compliance with this Honorable Court order (Docket #45).

11 USC § 1129(a)(1) Plan's Compliance with the Bankruptcy Code

7. The Plan proposed complies with the applicable provisions of Title 11. Specifically, the Plan complies with the mandatory provisions of Section 1122 and 1123 (a) in that it:

a) Pursuant to Sec. 1122(a), claims are classified in 5 (Five) classes, each containing claims of substantially similar nature, to wit:

Class 1: ADMINISTRATIVE EXPENSES

Class 2: SECURED CLAIM (Banco Desarrollo de PR & US Small Business)

Class 3: GENERAL UNSECURED CREDITORS

Class 4: EQUITY INTEREST HOLDERS

- b) Impaired and not impaired classes are so specified in the Plan. Please refer to Article V of the Amended Plan. Classes 2 and 3 are impaired and Debtor solicited the votes of such class with respect to the acceptance or rejection of the Plan pursuant to the provisions of 11 U.S.C. Section 1126.
- c) All claims within a specified class are provided the same treatment.
- d) The Plan provides adequate means for its implementation. The Plan is to be funded with the funds obtained from the business' on-going operations of the amusement park named Fun Valley Park located at Arecibo, Puerto Rico.
- e) The Plan provides that, upon confirmation, the operation of the business and other estate assets shall be and become the general responsibility of the reorganized Debtor ("Reorganized Debtor"), which shall thereafter have the responsibility for the management, control and administration thereof.
- f) It reserves Debtor's right to either assume or reject an executory contract prior to confirmation. Debtor assumes all unexpired leases and executory contracts to which it is a party and which have not been expressly rejected pursuant to 11 U.S.C. Section 365(a), as stated in Article VIII of the Plan.
- g) It contains no provision inconsistent with 11 U.S.C. §§ 101 *et seq.*

11 USC § 1129(a)(2) Proponent's Compliance with Chapter 11

8. Debtor is a corporation entitled to file a Plan pursuant to 11 USC § 109. Debtor has made all the appropriate disclosures throughout these proceedings and has filed the periodic operating reports (MOR) required by the United States Trustee. To this date, the last Monthly Operating Report filed corresponds to the month of October, 2011.

11 USC § 1129(a)(3) Plan Proposed in Good Faith

9. Debtor submits that the Plan has been proposed in good faith and not by any means forbidden by law.

11 USC § 1129(a)(4) and (5) Disclosure of Payments; Officers and Insiders

10. Debtor employed the services of the undersigned attorney for purposes of the bankruptcy case address herein. In pursuance thereof, on November 2, 2010, the appointment of such attorney was approved by this Honorable Court (Docket entry 13). As such, payments made for attorney's fees have been disclosed and are pending for the final approval of this Honorable Court. The future payments for attorney's fee will also be subject to the Court's approval.

Debtor

11. Debtor has filed the corresponding operating reports which show the amounts paid and expended for management and insider's compensation. The last Monthly Operating Report filed corresponds to the month of October 2011.

Sec. 1129(a)(6) Approval by Regulatory Agency

12. No governmental agency regulates the rate on DebtorDebtor's business practice. Debtor's business and practice is subject to comply with specific licenses and permits requirements established by the laws of the Commonwealth of Puerto Rico. Currently, DebtorDebtor has obtained all required licenses and permits for the operation of its business and foresees no problem for the renewals during the term of the Reorganization Plan.

11 USC § 1129(a)(7) Acceptances/Best Interest

13. To this date, all classes have accepted or deemed to have accepted the Plan. Accordingly, impaired Classes 2 and 3 have voted in favor of the Plan and, thus have accepted the Plan

pursuant to the provisions of 11 U.S.C. Section 1126. Please refer to **Exhibit 2** and the Ballots on acceptance or rejections of the PPlan enclosed herein.

11 USC § 1129(a)(8) Acceptances/Unimpaired (See Exhibit 2)

14. Claims in Class 1 is deemed unimpaired by this Plan in accordance with Section 1124 of the Bankruptcy Code. As to Class 4, even though this class is impaired, they will not vote inasmuch they are proponents of the Plan. By virtue of the above mentioned status, such classes either are deemed to have accepted the Plan in accordance with Section 1126(f) of the bankruptcy Code or are not otherwise required to have their votes to accept or reject the Plan solicited.

15. The following voting classes have accepted the Plan:

- a) **Class 2** – To this date, one (1) creditor with claim in the aggregate amount of \$1,441,902 voted for the Plan. One (1) creditor in the total amount of \$1,441,902 accepted the Plan (100%). Copy of the ballot is attached.
- b) **Class 4** – To this date, two (2) creditor with claim in the aggregate amount of \$107,105 voted for the Plan. Two (2) creditors in the total amount of \$107,105 accepted the Plan (100%). Copy of the ballots are attached.

16. **Unsecured Priority Claims:** Unsecured creditors with priority, in the total claimed or scheduled amount of \$909,153, which are contemplated under the provisions of Article III of the Plan of Reorganization, to wit, IRS which will be paid as per proof of claim #2-3; CRIM which will be paid as per proof of claims #1-3 and 6; State Insurance Fund Corporation which will be paid as per proof of claim #143; Puerto Rico Treasury Department which will be paid as per proof of claim #16 and Puerto Rico Department of Labor, which will be paid as per proof of claim #18.

17. Nonetheless, for voting purposes, these creditors were classified by the Debtor for which

they need not to vote and they are deemed to have accepted the Plan pursuant to 11 U.S.C. Section 1129(9)(C). No objection to the confirmation of the Plan has been received to this date.

11 USC §1129(a)(9) Administrative expenses/Involuntary Gap Expenses

Other Priority Claims/Pre-Petition Taxes (Exhibit 1)

18. The Plan will be effective on the date as stated on the Plan of Reorganization that is thirty (30) days after the order confirming the Plan becomes a final order and shall be the date on which there shall be made all initial cash payments required by the Plan, unless stipulated or proposed otherwise.

19. All administrative expenses, whose estimate is shown in the Schedule Payments under the Plan of Reorganization, and enclosed herein as **Exhibit 3**, are to be paid in cash and in full no later than the effective date of the Plan or as agreed between the Debtor and the parties involved.

20. As to quarterly fees payable to the U.S. Trustee's Office, all fees have been paid. Future quarterly fees will be paid as these become due.

21. There are no impaired 11 U.S.C. Sec. 507(a)(2) to (7) priority claims in this case.

11 USC § 1129(a)(10) Acceptance By One Class

22. Of the two (2) voting classes, two (2) have accepted the Plan. Attached hereto are the ballots for the classes accepting the Plan.

11 USC § 1129(a)(11) Feasibility of Plan

23. Debtor submits that the Plan is feasible and that, based on current funds available to this estate should provide for the payments stated in the Plan, without any further reorganization.

Confirmation of the Plan is not likely to be followed by liquidation or the need for further financial reorganization.

11 USC § 1129(a)(15) Compliance with Future Value Distribution

24. The Plan provides that the value of the property to be distributed under the Plan on account of any objected claim, as of the effective date of the Plan, is not less than the amount of allowed claims in this case claim.

11 USC § 1129(d) Objection by governmental agency

25. The Plan has not been filed to avoid taxes. At this moment, no objection to the confirmation of the Plan of reorganization has been filed by any governmental agency.

Interim Rule 3010 - Time and Manner of Payments for Classes

26. Administrative expenses shown in **Exhibit 1** are to be paid on the effective date of the Plan or as agreed to by the Debtor and the parties. The amount due entitled to priority pursuant to 11 U.S.C. Section 507(a)(8) will be paid from funds of the Debtor's business operations.

"Cram Down Provisions"

27. Of the two (2) voting classes, two (2) have accepted the Plan. Attached hereto are the ballots for these classes accepting the Plan. Debtor specifically reserve its right to modify the Plan, if necessary, to procure the confirmation of the Plan of any dissenting class pursuant the provisions of 11 U.S.C. Section 1129(b).

Approval of Proposed Order of Confirmation

28. Debtor submits that confirmation of the Plan will be in the best interest of creditors and that upon completing all requirements imposed by 11 U.S.C. Section 1129, this Plan should be confirmed.

Effective date of Plan

29. The Plan will be effective on the date as stated on the Plan of Reorganization, that is

thirty (30) days after the entry of the order of confirmation of the Plan, and shall be the date on which there shall be made all cash payments required by the Plan.

WHEREFORE, Debtor herein prays this Honorable Court to take notice of the matters detailed herein regarding the confirmation requirements for its Plan of Reorganization.

RESPECTFULLY SUBMITTED.

In Guaynabo, Puerto Rico, this 2nd day of December of 2011.

I HEREBY CERTIFY: That on this same date I electronically filed the foregoing with the Clerk of the Court using the CM/ECF System which will send notification of such filing to the participants appearing in said record.

/s/ Wigberto Lugo Mender
WIGBERTO LUGO MENDER
ATTORNEY FOR DEBTOR
USDC-PR 212304
CENTRO INTERNACIONAL DE
MERCADERO
Road 165 Tower I Suite 501.
Guaynabo, Puerto Rico 00961
Tel: 787.707.0404
Fax: 787.707.0412
wlugo@lugomender.com

EXHIBIT 1

Exhibit 1

OUTSTANDING EXPENSES OF ADMINISTRATION...INVOLUNTARY GAP EXPENSES
OTHER PRIORITY CLAIMS...PRE-PETITION TAX CLAIMS...CASH PAYMENTS
UPON CONFIRMATION TO CREDITORS

ADMINISTRATIVE EXPENSES: 1129(a)(9)(A); 507(a)(1)

CLERK, U.S. BANKRUPTCY COURT

ATTORNEY FOR DEBTOR \$ 5,000.00

ATTORNEY FOR TRUSTEE \$ _____

ATTORNEY FOR CREDITORS' COMMITTEE \$ _____

ACCOUNTANT \$ 0

US TRUSTEE (Quarterly Fees, Estimated) \$ 975.00

EXAMINER \$ _____

CREDITORS' COMMITTEE (Expenses) \$ _____

OTHER - Court Cost \$ None

OTHER - Estimated Post-Petition Taxes:

- Internal Revenue Services \$ 26,603.00

- PR Department of Treasury \$ 16,088.00

- PR Department of Labor \$ 4,659.00

ADMINISTRATIVE EXPENSES AND INVOLUNTARY GAP
EXPENSES: 1129(a)(9)(A); 507(a)(1) and (2) \$ _____
(attach list)

PRIORITY CREDITORS: 1129(a)(9)(B); 507(a)(3), (4), (5)

WAGE CLAIMS \$ 0.00

EMPLOYEE BENEFIT CLAIMS \$ _____

LAYAWAY CLAIMS \$ _____

PRIORITY CREDITORS 1129(a)(9)(C); 506 and 507(a)(8)

CRIM (Claim No. 1-3)	\$3,285
CRIM (Claim 6-Secured Portion)	\$57,567
Internal Revenue Services (Claim 2-3) Secured	\$494,981
Internal Revenue Services (Claim 2-3) Priority	\$38,898
State Insurance Fund Corporation (Claim 14)	\$10,114
PR Department of Treasury (Claim 16) Secured	\$203,737
PR Department of Treasury (Claim 16) Priority	\$60,996
PR Dept of Labor – Unemployment (Claim 17)	\$35,152
PR Dept of Labor – Disability (Claim 18)	\$4,422

CASH PAYMENT TO CLASSES OF CREDITORS UPON
CONFIRMATION UNDER TERMS OF PLAN

Class 2	\$2,161,901	(Detailed in Payment Plan)
Class 3	\$544,561	(Detailed in Payment Plan)
Class 4	\$0.00	(Detailed in Payment Plan)

2) Expenses to be deferred: None

EXHIBIT 2

LIST OF ACCEPTANCES AND REJECTIONS

CLAIM OR REFERENCE	NAME OF CREDITOR	CLASS II		CLASS (Taxes) ART. III		CLASS III		CLASS IV		CLASS V	
		ACCEPTED	REJECTED	ACCEPTED	REJECTED	ACCEPTED	REJECTED	ACCEPTED	REJECTED	ACCEPTED	REJECTED
	<u>Administrative Expenses</u>										
Estimated	W. Lugo Mender - Attorney's Fees										
Estimated	US Trustee - Quarterly Fees										
Estimated	PR Department of Labor										
Estimated	PR Department of Treasury										
Claim # 19	Internal Revenue Services										
	<u>Secured Claims</u>										
7	Banco Desarrollo	\$ 1,441,902									
Scheduled	US Small Business										
	<u>Priority Claims</u>										
2-3	Internal Revenue Services			Classified - Terms Provided by Sec. 1129							
2-3	Internal Revenue Services										
6	CRIM										
14	State Insurance Fund Corporation										
16	PR Department of Treasury										
16	PR Department of Treasury										
17	PR Dept of Labor-Unemployment										
18	PR Dept of Labor-Disability										
Scheduled	Municipio de Arecibo										
	<u>General Unsecured Creditors</u>										
1	CRIM										
2-3	Internal Revenue Services										
3	Department of Labor-Manuel Hernandez										
4	Autoridad Energia Electrica										
5	Progressive Finance & Investment										
6	CRIM										
8	Department of Labor-Brayanet Rivera										
9	Autoridad de Acueductos & Alc.										
10	Department of Labor-Jaritza Rosa Stago										
11	Department of Labor-Johnny Muñiz Almeda										
12	Luisa Segarra Martinez										
13	Orlando Hernandez & Monia Stago										
14	State Insurance Fund Corporation										
10	Department of Labor-Carmen M Robles										
16	PR Department of Treasury										
17	PR Dept of Labor-Unemployment					\$	92,867				
18	PR Dept of Labor-Disability					\$	14,238				

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF PUERTO RICO

IN RE:

FUN VALLEY PARK INC.

DEBTOR

*

*

*

*

*

*

CASE NO. 10-08563 (BKT)

CHAPTER 11

BALLOT FOR CREDITORS ACCEPTING OR REJECTING PLAN

The plan referred to in this ballot can be confirmed by the Court and thereby made binding on you if it is accepted by the holders of two-thirds in amount and more than on-half in number of claims in each Class voting on the Plan. In the event the requisite acceptances are not obtained, the Court may nevertheless confirm the Plan if the Court finds that the Plan accords fair and equitable treatment to the Class rejecting it. **To have your vote count, you must complete and return this ballot. If your ballot is not received and such deadline is not extended, your vote will not count as either an acceptance or rejection of the plan. If the ballot is signed and not marked as an acceptance or rejection, it will be deemed as you having accepted the Plan**

The undersigned, a creditor of the above debtor in the unpaid principal amount of **\$1,441,902.00**

Check One:

 X (Accepts)
 (Rejects)

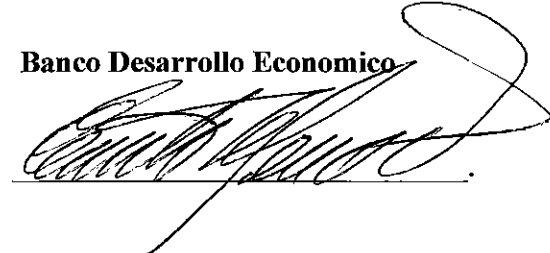
Class: 2.1 Secured

The Plan of Reorganization filed by the debtors in the above case.

Dated: November 30, 2011

Name: **Banco Desarrollo Economico**

Signed:



Address: **Banco Desarrollo Economico**
PO Box 2134
San Juan PR 00922-2134

Please return this ballot on or before October 7, 2011 to:

WIGBERTO LUGO MENDER, ESQ.
CENTRO INTERNACIONAL DE MERCADEO
CARR. 165 TORRE I SUITE 501
GUAYNABO PR 00968
Tel. (787) 707-0404 Fax (787) 707-0412

Scheduled	Manuel López Cortes								
Scheduled	<u>Equity Security Interest Holder</u> Mr & Mrs. Aviles Cordero						No Dividend throught the Plan.		
		\$ 1,441,902	\$ -	\$ -	\$ -	\$ 107,105	\$ -	\$ -	\$ -

RECONCILIATION OF ACCEPTANCES AND REJECTIONS PER CLASS

	NUMBER OF CREDITORS				DOLLAR AMOUNT OF CLASS				Class Accepted
	Creditors Voting	Creditors Accepting	Creditors Rejecting	Rate of Accepting	\$ Amount Voting	Creditors Accepting	Creditors Rejecting	Rate of Accepting	
Class I	No Vote								
Class II	1	0	1	0%	\$ 1,441,902	\$1,441,902	\$ -	100%	YES
Class III	No Vote								
Class IV	2	2	0	100%	\$ 107,105	\$ 107,105	\$ -	100%	YES
Class ART III	No Vote								

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF PUERTO RICO**

IN RE:

FUN VALLEY PARK INC.

DEBTOR

*

*

*

*

*

*

CASE NO. 10-08563 (BKT)

CHAPTER 11

BALLOT FOR CREDITORS ACCEPTING OR REJECTING PLAN

The plan referred to in this ballot can be confirmed by the Court and thereby made binding on you if it is accepted by the holders of two-thirds in amount and more than on-half in number of claims in each Class voting on the Plan. In the event the requisite acceptances are not obtained, the Court may nevertheless confirm the Plan if the Court finds that the Plan accords fair and equitable treatment to the Class rejecting it. **To have your vote count, you must complete and return this ballot. If your ballot is not received and such deadline is not extended, your vote will not count as either an acceptance or rejection of the plan. If the ballot is signed and not marked as an acceptance or rejection, it will be deemed as you having accepted the Plan**

The undersigned, a creditor of the above debtor in the unpaid principal amount of **\$14,238.00**

Check One:

 X (Accepts)

Class: 3

Unsecured

 (Rejects)

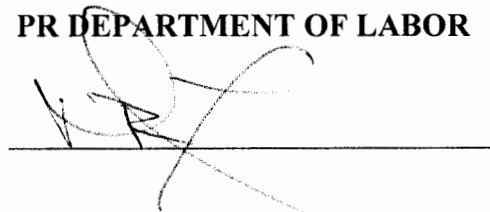
The Plan of Reorganization filed by the debtors in the above case.

Dated: 9/2/11

Name:

PR DEPARTMENT OF LABOR

Signed:



Address:

PR Department of Labor
Collection Unit - 12 Floor
505 Muñoz Rivera Ave.
San Juan, PR 00918

Please return this ballot on or before October 7, 2011 to:

**WIGBERTO LUGO MENDER, ESQ.
CENTRO INTERNACIONAL DE MERCADEO
CARR. 165 TORRE I SUITE 501
GUAYNABO PR 00968
Tel. (787) 707-0404 Fax (787) 707-0412**

EXHIBIT 3

FunValley Park Inc.

Case No. 10-08563 BKT

PAYMENTS UNDER THE PLAN OF REORGANIZATION

Dated: December 1, 2011
Last POC: 19

CREDITOR	CLAIM NUMBER	CLAIM CLASS	PLAN CLASS	CLAIM AMOUNT	ALLOWED AMOUNT	ALLOWED PLAN	Monthly Payment	Year 1	Year 2	Year 3	Year 4	Year 5
<u>Administrative Expenses</u>												
W. Lugo Mender - Attorney's Fees	Estimated	Adm.	1	5,000	5,000	5,000	-	5,000	-	-	-	-
US Trustee - Quarterly Fees	Estimated	Adm.	1	975	975	975	-	975	-	-	-	-
PR Department of Labor	Estimated	Adm.	1	4,659	4,659	4,659	-	4,659	-	-	-	-
PR Department of Treasury	Estimated	Adm.	1	16,088	16,088	16,088	-	16,088	-	-	-	-
Internal Revenue Services	Claim # 19-2	Adm.	1	26,603	26,603	26,603	-	26,603	-	-	-	-
Total				53,325	53,325	53,325	-	53,325	-	-	-	-
<u>Secured Claims</u>												
Banco Desarrollo	7	S	2.1	1,441,902	1,441,902	1,441,902	2,000	36,000	92,885	92,885	92,885	92,885
US Small Business	Scheduled	S	2.2	720,000	720,000	720,000	-	-	42,504	42,504	42,504	42,504
<u>Priority Claims</u>												
CRIM	1-3	Taxes	Art. III	3,285	3,285	3,285	64	762	762	762	762	762
Internal Revenue Services	2-3	S	Art. III	494,981	494,981	494,981	9,569	114,832	114,832	114,832	114,832	114,832
Internal Revenue Services	2-3	Taxes	Art. III	38,898	38,898	38,898	752	9,024	9,024	9,024	9,024	9,024
CRIM	6	S	Art. III	57,567	57,567	57,567	1,113	13,355	13,355	13,355	13,355	13,355
State Insurance Fund Corporation	14	Taxes	Art. III	10,114	10,114	10,114	196	2,346	2,346	2,346	2,346	2,346
PR Department of Treasury	16	S	Art. III	203,737	203,737	203,737	3,939	47,266	47,266	47,266	47,266	47,266
PR Department of Treasury	16	Taxes	Art. III	60,996	60,996	60,996	1,179	14,151	14,151	14,151	14,151	14,151
PR Dept of Labor-Unemployment	17	Taxes	Art. III	35,152	35,152	35,152	680	8,155	8,155	8,155	8,155	8,155
PR Dept of Labor-Disability	18	Taxes	Art. III	4,422	4,422	4,422	85	1,026	1,026	1,026	1,026	1,026
Municipio de Arecibo	Scheduled	Taxes	Art. III	-	-	-	-	-	-	-	-	-
Total				909,153	909,153	909,153	17,576	210,918	210,918	210,918	210,918	210,918
<u>General Unsecured Creditors</u>												
								20,000	-	-	-	-
CRIM	1-2	U	3	23,122	23,122	23,122		849	-	-	-	-
Internal Revenue Services	2-3	U	3	6,199	6,199	6,199		228	-	-	-	-
Department of Labor-Manuel Hernandez	3	U	3	3,596	3,596	3,596		132	-	-	-	-
Autoridad Energia Electrica	4	U	3	12,695	12,695	12,695		466	-	-	-	-
Progressive Finance & Investment	5	U	3	43,204	43,204	43,204		1,587	-	-	-	-
CRIM	6	U	3	12,895	12,895	12,895		474	-	-	-	-
Department of Labor-Brayanet Rivera	8	U	3	3,153	3,153	3,153		116	-	-	-	-
Autoridad de Acueductos & Alc.	9	U	3	2,760	2,760	2,760		101	-	-	-	-
Department of Labor-Jaritza Rosa Stago	10	U	3	1,269	1,269	1,269		47	-	-	-	-
Department of Labor-Johnny Muñiz Almeda	11	U	3	4,200	4,200	4,200		154	-	-	-	-
Luisa Segarra Martinez	12	U	3	250,000	250,000	250,000		9,182	-	-	-	-
Orlando Hernandez & Monia Stago	13	U	3	4,200	4,200	4,200		154	-	-	-	-
State Insurance Fund Corporation	14	U	3	46,780	46,780	46,780		1,718	-	-	-	-
Department of Labor-Carmen M Robles	10	U	3	2,698	2,698	2,698		99	-	-	-	-
PR Department of Treasury	16	U	3	20,686	20,686	20,686		760	-	-	-	-
PR Dept of Labor-Unemployment	17	U	3	92,867	92,867	92,867		3,411	-	-	-	-
PR Dept of Labor-Disability	18	U	3	14,238	14,238	14,238		523	-	-	-	-
Manuel López Cortes	Scheduled	U	3	22,914	-	-		-	-	-	-	-
Total				567,476	544,561	544,561		20,000	-	-	-	-
<u>Equity Security Interest Holder</u>												
Mr & Mrs. Aviles Cordero	Scheduled	Insiders	4	-	-	-	-	-	-	-	-	-
Overall Total				\$ 3,691,855	\$ 3,668,940	\$ 3,668,940	\$ 19,576	\$ 300,242	\$ 366,307	\$ 346,307	\$ 346,307	\$ 346,307